

7/12/96

FLORIDA DIVISION OF CORPORATIONS

10:10 AM

((H96000009893))

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FLORIDA DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

1412 W. FLAGLER ST

STATE OF FLORIDA

SUITE 200

405 EAST CALHOUN STREET

MIAMI FL 33136-0000

TALLAHASSEE FL 32399

CONTACT: RAY STORMONT

FAX: (904) 221-0000

PHONE: (305) 541-3694

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: M.S.C. IMPORT & EXPORT INC.

FAX AUDIT NUMBER: H96000009893

CURRENT STATUS: REQUESTED

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SIGNATURE

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⑥

**ARTICLES OF INCORPORATION**  
**M.S.C. Import & Export Inc.**

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION  
UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT  
THE FOLLOWING ARTICLES OF INCORPORATION:

**ARTICLE ONE**

THE NAME OF THE CORPORATION M.S.C. Import & Export Inc.

**ARTICLE TWO**

THE DURATION OF THE CORPORATION IS PERPETUAL

**ARTICLE THREE**

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED  
ARE:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS  
CONNECTED WITH import /export
2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH  
CORPORATIONS MAY BE INCORPORATED UNDER THE FLORIDA GENERAL  
CORPORATION ACT, AND ENGAGE IN ANY OTHER TRADE OR BUSINESS  
WHICH CAN BE ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH  
AUXILIARY TO THE FOREGOING BUSINESS.
3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR  
NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

**ARTICLE FOUR**

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS  
AUTHORIZED TO ISSUE IS 100 SHARES. SUCH SHARES SHALL BE OF A  
SINGLE CLASS, AND SHALL HAVE A PAR VALUE OF \$1.00

Brito & Brito  
George Brito  
407 Lincoln Rd. #5B  
Miami Bch., FL 33139  
(305) 534-9292

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ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND THE PRINCIPLE OFFICE THE CORPORATION IS : GEORGE BRITO, 407 LINCOLN RD SUITE 5-B MIAMI BEACH, FL 33139 AND THE NAME OF INITIAL REGISTERED AGENT AT SUCH ADDRESS IS: GEORGE BRITO

ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Three (3) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT Carlos DeRaphael 8314 NW 66 st Miami Fl 33166  
SECRETARY Marcos Caldas  
TREASURER Marcos Caldas  
VICE PRESIDENT Monica Cruz

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS: I  
WITNESS WHERE OF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED  
THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA THIS 11  
DAY OF July 1996

  
INCORPORATOR  
Carlos A. DeRaphael

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED Carlos A. DeRaphael KNOWN TO BE AND KNOWN  
BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND HE/SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE  
EXECUTED THOSE ARTICLES OF INCORPORATION.

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IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND  
COUNTY ABOVE, ON \_\_\_\_\_ 11 \_\_\_ DAY OF, \_\_\_ July \_\_\_ 1996.

\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
NAMED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
REGISTERED AGENT  
GEORGE BRITO

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STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE  
ACKNOWLEDGMENT IN THE STATE AND COUNTY SET FORTH ABOVE,  
PERSONALLY APPEARED GEORGE BRITO \_\_\_\_\_, KNOW TO BE  
AND KNOW BY ME TO EXECUTED THE FOREGOING ACCEPTANCE BY  
REGISTERED AGENT, AND HE ACKNOWLEDGED BEFORE ME THAT  
ACCEPTANCE ON \_\_\_\_\_ 11 \_\_\_\_\_ DAY OF \_\_\_\_\_ July \_\_\_\_\_ 1996

\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA  
COMMISSION EXPIRES

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# P 96000058689

Requestor's Name

NBT USA INC.  
10380 SW 28th St.  
Miami FL 33165

Office Use Only

CORPORATION NAME(S)

NT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #) 400001980564--3

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3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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KC & AMEND  
P/G 11-22

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

M.S.C. Import & Export Inc.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Delete Article One

"M.S.C. Import & Export Inc."

add New Name:

N & T U.S.A. Inc.

Delete Article Six

Secretary: Marcos Caldas

Treasurer: Marcos Caldas

Vice President: Monica Cruz

Address: 8514 NW 66 St.

Miami, Fl 33166

New Address: 10350 SW 28 St.

Miami, Fl 33165

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**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: 10-4-98

**FOURTH: Adoption of Amendment(1) (CHECK ONE)**

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ The amendment(s) was/were approved by the shareholders through voting groups.  
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by 100%  
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 04 of October, 19 96

**Signature**

~~(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)~~

**OR**

**(By a director if adopted by the directors)**

**OR**

(By an incorporator if adopted by the incorporators)

**Carlos DeRaphael**

Typed or printed name

**President**

**Title**